

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____ Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Project 19 Highline LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 47-0962361

4. Debtor's address

Principal place of business

c/o GETZLER HENRICH & ASSOCIATES LLC
295 Madison Ave, 20th FL
New York, NY 10017-6434

Number, Street, City, State & ZIP Code

New York
County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Project 19 Highline LLC**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☒ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5313

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District		When		Case number	
District		When		Case number	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	19 Highline Development LLC	Relationship	Affiliate
District	Southern District of New York	When	9/07/18
		Case number, if known	18-12714

Debtor **Project 19 Highline LLC**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☒ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor Project 19 Highline LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

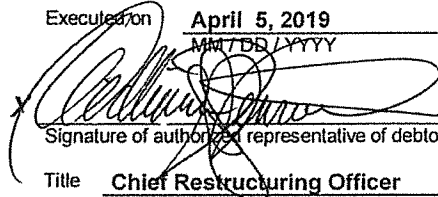
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 5, 2019
MM / DD / YYYY


Signature of authorized representative of debtor

William Henrich
Printed name

Title Chief Restructuring Officer

18. Signature of attorney

☒ /s/ Kevin J. Nash
Signature of attorney for debtor

Date April 5, 2019
MM / DD / YYYY

Kevin J. Nash
Printed name

Goldberg Weprin Finkel Goldstein LLP
Firm name

1501 Broadway 22nd Floor
New York, NY 10036
Number, Street, City, State & ZIP Code

Contact phone (212) 221-5700

Email address knash@gwfglaw.com

Kevin J. Nash
Bar number and State

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

Project 19 Highline LLC,

Case No.

Debtor.
-----X

LIMITED LIABILITY COMPANY RESOLUTION

At a duly noticed meeting of the members of Project 19 Highline LLC (the "Company") in which the independent director had the opportunity to participate, and based upon the consent of the requisite members, and after motion duly made and carried, it was:

RESOLVED, that William Henrich as Chief Restructuring Officer of the Company is authorized to (a) execute a bankruptcy petition under Chapter 11 of the United States Bankruptcy Code on behalf of the Company and to cause the filing thereof in the United States Bankruptcy Court for the Southern District of New York as a related case to the Chapter 11 case filed by 19 Highline Development LLC; and (b) cause to be filed all schedules, statements, lists, motions, applications and other papers or documents necessary or desirable to prosecute the Chapter 11 case on behalf of the Company; and it is further

RESOLVED, that the Company be, and the same is authorized to retain the law firm of GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP, as bankruptcy counsel, for the purposes of prosecuting the Chapter 11 case.

Dated: New York, New York

~~March~~
April 1, 2019

19 Highline Development LLC

By: 

Name: William Henrich

Title: Chief Restructuring Officer

No Objection:

By: 

Name: Jennifer Schwartz

Title: Independent Director

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

Project 19 Highline LLC,

Case No.

Debtor.
-----X

DECLARATION PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2

William Henrich declares under penalties of perjury pursuant to 28 U.S.C. §1746:

1. I have recently been appointed as the Chief Restructuring Officer of both 19 Highline Development LLC and Project 19 Highline Development LLC (collectively, the “Debtors”) pursuant to a certain settlement (the “Settlement Stipulation”) reached between the Debtors and their lenders and investors in connection with the related Chapter 11 proceedings of 19 Highline Development LLC (Case No. 18-12714 (MEW)). A copy of the Settlement Stipulation is annexed hereto as Exhibit “A”. The information provided in this Declaration is based upon my consultation with the Debtors’ attorneys.

2. Insofar as the equity structure of the Debtors are concerned, 19 Highline Development LLC (“Member Entity”) is the 100% equity holder and sole member of the instant Debtor, Project 19 Highline Development LLC (“Fee Entity”), which owns the development property located at 435-437 19th Street, New York, NY (the “Property”).

3. The Property was acquired to renovate the existing structure and ultimately build eighteen (18) high-end condominium apartment units. The project, however, stalled and experienced construction delays and a host of other problems.

4. Last fall, the Member Entity filed a petition under Chapter 11 of the Bankruptcy Cod, after the lender group (Churchill Real Estate Fund LP, Specialty Credit Holdings LLC and

Silver Point Select Opportunities Fund A, LP) (collectively, the “Lenders”), noticed a U.C.C. foreclosure sale of the membership interest in the Fee Entity following alleged loan defaults.

5. Shortly after this Chapter 11 filing, the Lender moved for the appointment of a Chapter 11 operating trustee. This motion was contested, and was subsequently resolved by the Settlement Stipulation, leading to my appointment as Chief Restructuring Officer.

6. In furtherance of the Settlement Stipulation, I am authorized to commence the second Chapter 11 case on behalf of the Fee Entity so that the Property itself is made subject to the jurisdiction of the Bankruptcy Court. It is anticipated that the two Chapter 11 cases will be jointly administered.

7. Moreover, after the entry of the Settlement Stipulation, the scope of the project has changed. It no longer appears that a “gut rehabilitation” of the building can be done efficiently. Instead, the existing structure likely will have to be demolished in favor of constructing a new residential apartment building.

8. This work will take a year or more to complete, and will be financed by the Lenders, which have agreed to make additional loans to complete construction. Additionally, I, acting in consultation with the Lenders, will engage new contractors, project managers, and other construction professionals on the Debtors’ behalf to relaunch the project.

9. As part of the reorganization process, the Debtors and Lenders shall promulgate a joint plan of reorganization to (i) extend and restructure the outstanding mortgage debt, including anticipated DIP and exit financing; (ii) address allowed claims of unsecured creditors; and (iii) restructure any potential return to the Debtors’ equity holders pursuant to agreements previously reached between the Lenders and investors as part of the Settlement Stipulation. These

agreements will be restated and further memorialized under the anticipated plan of reorganization.

10. The Debtors anticipate that the reorganization process will unfold relatively quickly, with the only anticipated dispute involving disposition of a cell tower lease currently held by Verizon. The Debtors intend to reject this lease, since it will impede demolition of the current structure.

Local Rule 1007-2 Disclosures

11. Pursuant to Local Rule 1007-2(a)(2) and (3), no committees were formed prior to the filing of the Petition.

12. Pursuant to Local Rule 1007-2(a)(4), a list of the names and address of the creditors holding the 20 largest unsecured claims against the Fee Entity is attached hereto.

13. Pursuant to Local Rule 1007-2(a)(5), the Lenders hold a first mortgage lien against the Property, and to the best of my knowledge, there are no other liens or secured creditors.

14. Pursuant to Local Rule 1007-2(a)(6), a summary of the assets and liabilities of the Fee Entity is set forth in the Schedules.

15. Pursuant to Local Rule 1007-2(a)(7), the Fee Entity's sole equity interest holder is the related debtor, 19 Highline Development LLC.

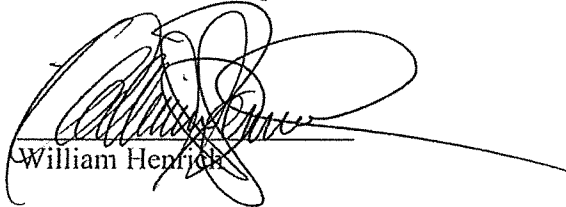
16. Pursuant to Local Rule 1007-2(a)(8) and (9), the Fee Entity's primary asset is the ownership of the Property.

17. Pursuant to Local Rule 1007-2(a)(10), the Debtors' books and records are being maintained at the offices of the former manager at 213 West 35th Street, New York, NY 10001.

18. Pursuant to Local Rule 1007-2(a)(11), a schedule of pending lawsuits is attached.

19. Pursuant to Local Rule 1007-2(a)(12), I will be compensated pursuant to the terms of the Order approving my retention as Chief Restructuring Officer.

Dated: New York, NY
April 5, 2019



William Henrich

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

19 Highline Development LLC,

Case No. 18-12714 (MEW)

Debtor.
-----X

**STIPULATION RESOLVING MOTION FOR THE
APPOINTMENT OF AN OPERATING TRUSTEE**

WHEREAS, 19 Highline Development LLC (the “Debtor”) filed a voluntary Chapter 11 petition on September 7, 2018, and continues in possession and management of its assets as a Debtor-in-Possession; and

WHEREAS, the Debtor holds the 100% membership interest in an entity known as Project 19 Highline Development LLC (the “Fee Owner”), which owns the condominium development project (the “Project”) located at 435-437 19th Street, New York, NY (the “Property”); and

WHEREAS, Churchill Real Estate Fund LP, Specialty Credit Holdings LLC and Silver Point Select Opportunities Fund A, LP (collectively, the “Lenders”) refinanced the mortgage debt in February 2018, pursuant to several mortgage loan agreements, mortgage notes, a Mezzanine Loan and Security Agreement, a Mezzanine Note and related documents (the “Loan Documents”), and jointly hold a lien in the Debtor’s membership interest in the Fee Owner, as well as a first mortgage lien against the Property; and

WHEREAS, on September 19, 2018, the Lenders moved for the appointment of an operating trustee pursuant to Section 1104 of the Bankruptcy Code [ECF #9] (the “Motion”); and

WHEREAS, the Debtor filed written opposition to the Motion [ECF #13]; and

WHEREAS, certain of the Debtor’s investors filed a joinder to the Motion [ECF #16] (the “Investors”); and

WHEREAS, the Motion came on for a hearing on October 2, 2018, at which time the parties placed a settlement on the Record, the terms of which are further memorialized as set forth herein,

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED THAT:

1. In lieu of an operating trustee, the parties hereby agree to the appointment of Getzler Henrich & Associates LLC ("GH&A") to be employed as the Chief Restructuring Officer and responsible party to act on behalf of the Debtor and the Fee Owner in connection with all matters relating to the bankruptcy case, the Project or the Property.
2. The reasonable fees and expenses of GH&A shall be funded by the Lenders through either (i) a protective advance under the existing loan documents or (ii) a new debtor in possession loan facility. GH&A and Lenders shall agree on the appropriate mechanism for funding.
3. E. Michael Rosenstock, Esq. is hereby relieved of all responsibilities as the Debtor's Chief Restructuring Officer and shall have no continuing involvement as manager of the Debtor and the Fee Owner.
4. Jason Lee shall have no continuing involvement with the Debtor, the Fee Owner, the Project or the Property in any management capacity, except to provide such assistance with the transition of files and documents as GH&A may request.
5. The exclusive period to file a plan of reorganization is hereby terminated.
6. GH&A in consultation with the Lenders is authorized to file a Chapter 11 petition on behalf of the Fee Owner to implement future restructuring of the Property without need for member or manager approval, or further Order of the Court.
7. GH&A shall file an application for retention by the Debtor consistent with the terms hereof, on notice to the United States Trustee.

8. GH&A shall retain either existing counsel, Goldberg Weprin Finkel Goldstein LLP, or new counsel of its choosing to represent the Debtor and, if necessary, the Fee Owner. GH&A shall cause the Debtor to file appropriate applications for such retention.

9. The Bankruptcy Court shall have exclusive jurisdiction to enforce all of the terms and conditions of this Stipulation.

10. This Stipulation may be executed in counterparts, and when all counterparts have been executed, each executed counterpart will have the force and effect of the original.

Dated: New York, NY
October 5, 2018

By: /s/ Kevin J. Nash, Esq.

Goldberg Weprin Finkel Goldstein LLP
Attorneys for the Debtor
1501 Broadway, 22nd Floor
New York, NY 10036

By: /s/ Aaron M. Zeisler, Esq.

ZEISLER PLLC
*Attorneys for Investors Han-Yin Tu,
J.Y. Rays, Inc., WM US Holding LLC,
and Manhattan Prosperity I LLC*
800 Third Avenue, Suite 2800
New York, New York 10022

By: /s/ Robert K. Dakis, Esq.

Morrison Cohen LLP
Attorneys for the Lenders
909 Third Avenue
New York, NY 10022

/s/ Jason Lee

Former Manager of the Debtor

/s/ E. Michael Rosenstock, Esq.

*Former Chief Restructuring Officer
of the Debtor*

So Ordered this 9th day of October, 2018

s/Michael E. Wiles

Hon. Michael E. Wiles
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

Project 19 Highline LLC

Case No.

Debtor.

-----X

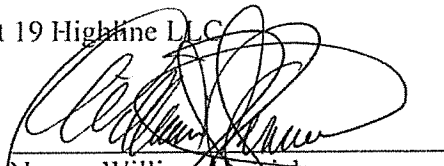
SCHEDULE OF LAWSUITS

1. ABC Select NY, LLC v. Jason Lee, Project 19 Highline LLC et al
New York Supreme Court, New York County, Index No. 654706/2018
Breach of Contract
2. Project 19 Highline LLC v. The Tax Commission of the City of New York
New York Supreme Court, New York County, Index No. 263420/2018
Tax Certiorari

Dated: New York, New York
April 5, 2019

Project 19 Highline LLC

By:


Name: William Henrich
Title: Chief Restructuring Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

Project 19 Highline LLC,

Case No.

Debtor.

-----X

LIST OF EQUITY HOLDERS

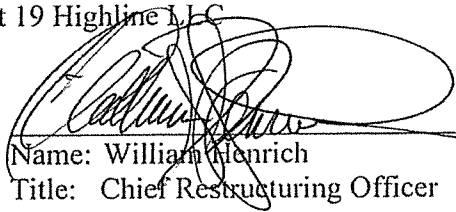
19 Highline Development LLC

100%

Dated: New York, New York
April 5, 2019

Project 19 Highline LLC

By:


Name: William Menrich

Title: Chief Restructuring Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

Project 19 Highline LLC

Case No.

Debtor.

-----X

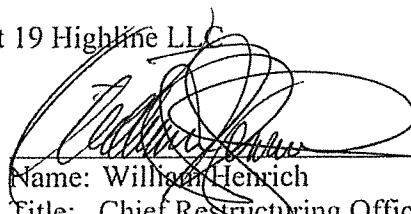
RULE 7.1 CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Civil Procedure 7.1, Project 19 Highline LLC hereby certifies that it is a private, non-governmental party, and has no corporate parent, affiliates and/or subsidiaries which are publicly held.

Dated: New York, New York
April 5, 2019

Project 19 Highline LLC

By:


Name: William Henrich

Title: Chief Restructuring Officer

Fill in this information to identify the case:	
Debtor name	Project 19 Highline LLC
United States Bankruptcy Court for the:	SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION
Case number (if known):	

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
A & A Welding Inc 515 Bayview Ave Inwood, NY 11096-1703		Steel work	Unliquidated Disputed			\$8,000.00
ABC Select NY Inc 242 Nevins St Brooklyn, NY 11217-3013		Demo, Steel, Concrete	Unliquidated Disputed			\$400,000.00
Batco Construction Inc 9231 Springfield Blvd Queens Village, NY 11428-1856		Demo	Unliquidated Disputed			\$10,600.00
Certified Steel Co. Inc 1333 Brunswick Ave Ste 200 Lawrenceville, NJ 08648-4502		Steel Supplier	Unliquidated Disputed			\$3,144.70
Charlene Dodson 1061 Arnow Ave Bronx, NY 10469-4021		Site safety	Unliquidated Disputed			\$5,000.00
Con Edison Jaf Station, PO Box 1702 New York, NY 10116-1702		Electricity	Unliquidated Disputed			\$2,669.21
ECB Violations 66 John St New York, NY 10038-3735		For notice purposes	Unliquidated Disputed			\$0.00

Debtor **Project 19 Highline LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Everest Scaffolding, Inc 1150 Longwood Ave Bronx, NY 10474-5714			Unliquidated Disputed			\$2,504.12
Gregg E. Bienstock, Marshal, City of New 3635 Bell Blvd Bayside, NY 11361-2167		Waste water tank	Unliquidated Disputed			\$7,770.31
Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346		For notice purposes	Unliquidated Disputed			\$0.00
JD Warren PO Box 962 Coraopolis, PA 15108-0962		GL insurance claim	Unliquidated Disputed			\$1,133.21
Jerico LLC 1270 Broadway Rm 810 New York, NY 10001-3224			Unliquidated Disputed			\$0.00
LGML Group 2240 84th St # D2 Brooklyn, NY 11214-3370		Expediting	Unliquidated Disputed			\$1,615.00
Millennium Tank Maintenance 6931 Metropolitan Ave Middle Village, NY 11379-2101			Unliquidated Disputed			\$14,999.00
NYC Dep't of Finance Legal Affairs 345 Adams St Fl 3 Brooklyn, NY 11201-3719		For notice purposes	Unliquidated Disputed			\$0.00
NYS Dep't of Taxation Bankruptcy/Special Procedure PO Box 5300 Albany, NY 12205-0300		For notice purposes	Unliquidated Disputed			\$0.00

Debtor **Project 19 Highline LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Rosenberg & Estis, P.C. 733 3rd Ave New York, NY 10017-3204		Condo lawyer	Unliquidated Disputed			\$2,895.00
Shehbaz Khattak 1055 Brighton Beach Ave Apt 4 Brooklyn, NY 11235-5646		Site safety	Unliquidated Disputed			\$1,600.00
Verizon Verizon Wireless Bankruptcy Administrati 500 Technology Dr Ste 550 Weldon Spring, MO 63304-2225		Cell Tower	Unliquidated Disputed			\$0.00

Fill in this information to identify the case:

Debtor name Project 19 Highline LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION

Case number (if known) _____

☐ Check if this is an
amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

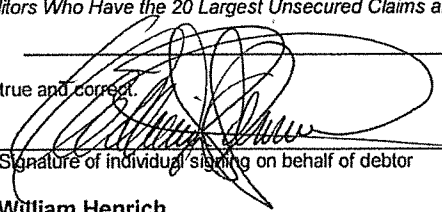
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets-Real and Personal Property*(Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property*(Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases*(Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 5, 2019

x


Signature of individual signing on behalf of debtor

William Henrich

Printed name

Chief Restructuring Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Project 19 Highline LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. **Checking, savings, money market, or financial brokerage accounts** (Identify all)
Name of institution (bank or brokerage firm) Type of account

Last 4 digits of account number

3.1. **TD Bank** **Operating account** **\$0.00**

4. **Other cash equivalents** (Identify all)

5. **Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Debtor **Project 19 Highline LLC**
Name

Case number (if known)

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. 435 W 19th St, New York, NY 10011-3803		Projected stabilized value following sell out is: \$55,000,000.00	Projected stabilized value following sell out is:	Projected stabilized value following sell out is: \$55,000,000.00

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$55,000,000.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor Project 19 Highline LLC Case number (if known) _____
Name

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor Project 19 Highline LLC Case number (if known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1	\$0.00	
81. Deposits and prepayments. Copy line 9, Part 2.	\$0.00	
82. Accounts receivable. Copy line 12, Part 3.	\$0.00	
83. Investments. Copy line 17, Part 4.	\$0.00	
84. Inventory. Copy line 23, Part 5.	\$0.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$0.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0.00	
88. Real property. Copy line 56, Part 9.....>		\$55,000,000.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0.00	
90. All other assets. Copy line 78, Part 11.	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$0.00	+ 91b. \$55,000,000.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$55,000,000.00

Fill in this information to identify the case:	
Debtor name	<u>Project 19 Highline LLC</u>
United States Bankruptcy Court for the:	<u>SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION</u>
Case number (if known)	<u></u>

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

**2.1 Silver Point Finance LLC
as Agent**

Creditor's Name

c/o Morrison Cohen LLP
909 3rd Ave
New York, NY 10022-4731

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien
435 W 19th St, New York, NY 10011-3803

Describe the lien

First mortgage

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☐ Disputed

Column A

Amount of claim

Do not deduct the value of collateral.

\$40,000,000.00

Column B

Value of collateral that supports this claim

\$40,000,000.00

together with interest, fees and costs

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$40,000,000.
00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Churchill Real Estate Fund
Churchill Capital Management LLC
7 Mercer St Fl 2
New York, NY 10013-2585

Line 2.1

Debtor	Case number (if know)
Project 19 Highline LLC <small>Name</small>	
Silver Point Select Opportunities Fund Silver Point Finance, LLC 2 Greenwich Plz Ste 1 Greenwich, CT 06830-6390	Line <u>2.1</u>
Specialty Credit Holdings LLC Silver Point Finance, LLC 2 Greenwich Plz Ste 1 Greenwich, CT 06830-6390	Line <u>2.1</u>

Fill in this information to identify the case:

Debtor name **Project 19 Highline LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim Priority amount

\$0.00 \$0.00

2.1 Priority creditor's name and mailing address

ECB Violations

**66 John St
New York, NY 10038-3735**

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☒ Unliquidated

☒ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Is the claim subject to offset?

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)

☒ No

☐ Yes

2.2 Priority creditor's name and mailing address

**Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19101-7346**

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☒ Unliquidated

☒ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Is the claim subject to offset?

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)

☒ No

☐ Yes

\$0.00 \$0.00

Debtor	Project 19 Highline LLC	Case number (if known)	
Name			

2.3	Priority creditor's name and mailing address NYC Dep't of Finance Legal Affairs 345 Adams St Fl 3 Brooklyn, NY 11201-3719	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$0.00	\$0.00
Date or dates debt was incurred		Basis for the claim:		
Last 4 digits of account number		Is the claim subject to offset?		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.4	Priority creditor's name and mailing address NYS Dep't of Taxation Bankruptcy/Special Procedure PO Box 5300 Albany, NY 12205-0300	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$0.00	\$0.00
Date or dates debt was incurred		Basis for the claim:		
Last 4 digits of account number		Is the claim subject to offset?		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1	Nonpriority creditor's name and mailing address A & A Welding Inc 515 Bayview Ave Inwood, NY 11096-1703 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,000.00
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3.2	Nonpriority creditor's name and mailing address ABC Select NY Inc 242 Nevins St Brooklyn, NY 11217-3013 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$400,000.00
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3.3	Nonpriority creditor's name and mailing address Batco Construction Inc 9231 Springfield Blvd Queens Village, NY 11428-1856 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,600.00
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Debtor **Project 19 Highline LLC**

Case number (if known) _____

3.4	Nonpriority creditor's name and mailing address Certified Steel Co. Inc 1333 Brunswick Ave Ste 200 Lawrenceville, NJ 08648-4502 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,144.70
3.5	Nonpriority creditor's name and mailing address Charlene Dodson 1061 Arnow Ave Bronx, NY 10469-4021 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,000.00
3.6	Nonpriority creditor's name and mailing address Con Edison Jaf Station, PO Box 1702 New York, NY 10116-1702 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,669.21
3.7	Nonpriority creditor's name and mailing address Everest Scaffolding, Inc 1150 Longwood Ave Bronx, NY 10474-5714 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,504.12
3.8	Nonpriority creditor's name and mailing address Gregg E. Bienstock, Marshal, City of New 3635 Bell Blvd Bayside, NY 11361-2167 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$7,770.31
3.9	Nonpriority creditor's name and mailing address Han-Yin Tu 12A North 333 Lung Chiang Rd Taipei Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.10	Nonpriority creditor's name and mailing address Hyun Chang Seung Apkujungdong Hyundai Apt 76-301 Kangnam Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00

Debtor	Project 19 Highline LLC	Case number (if known)	
Name			
3.11	Nonpriority creditor's name and mailing address J.Y. RAYS INC. 2023 Chico Ave South El Monte, CA 91733-1604 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.12	Nonpriority creditor's name and mailing address JD Warren PO Box 962 Coraopolis, PA 15108-0962 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,133.21
3.13	Nonpriority creditor's name and mailing address Jerico LLC 1270 Broadway Rm 810 New York, NY 10001-3224 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.14	Nonpriority creditor's name and mailing address LGML Group 2240 84th St # D2 Brooklyn, NY 11214-3370 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,615.00
3.15	Nonpriority creditor's name and mailing address Manhattan Propriety I, LLC Holly Hill Lane, Suite 300 Greenwich Ave Greenwich, CT 06830-6508 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.16	Nonpriority creditor's name and mailing address Millennium Tank Maintenance 6931 Metropolitan Ave Middle Village, NY 11379-2101 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$14,999.00
3.17	Nonpriority creditor's name and mailing address Rosenberg & Estis, P.C. 733 3rd Ave New York, NY 10017-3204 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,895.00

Debtor Project 19 Highline LLC <small>Name</small>	Case number (if known) _____
<hr/>	
3.18 Nonpriority creditor's name and mailing address Shehbaz Khattak 1055 Brighton Beach Ave Apt 4 Brooklyn, NY 11235-5646 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,600.00 <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
<hr/>	
3.19 Nonpriority creditor's name and mailing address Verizon Verizon Wireless Bankruptcy Administrati 500 Technology Dr Ste 550 Weldon Spring, MO 63304-2225 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$0.00 <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
--------------------------	----------------------------------------------------------------------------	-----------------------------------------

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1
5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

		Total of claim amounts
5a.	\$	0.00
5b.	+	461,930.55
		5c. \$ 461,930.55

Fill in this information to identify the case:

Debtor name **Project 19 Highline LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Cell tower lease**

State the term remaining

List the contract number of any government contract _____

**Verizon
Verizon Wireless Bankruptcy Administrati
500 Technology Dr Ste 550
Weldon Spring, MO 63304-2225**

Fill in this information to identify the case:

Debtor name **Project 19 Highline LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address
2.1 Jason Lee	c/o Six Sigma LLC 213 West 35th St NY, NY 10001

Name
Silver Point Finance LLC as Agent

Check all schedules that apply:

☒ D 2.1
☐ E/F _____
☐ G _____

Fill in this information to identify the case:

Debtor name **Project 19 Highline LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK, MANHATTAN DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from Schedule A/B.....	\$ 55,000,000.00
1b. Total personal property: Copy line 91A from Schedule A/B.....	\$ 0.00
1c. Total of all property: Copy line 92 from Schedule A/B.....	\$ 55,000,000.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A Amount of claim, from line 3 of Schedule D.....	\$ 40,000,000.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of Schedule E/F.....	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F.....	+\$ 461,930.55
4. Total liabilities Lines 2 + 3a + 3b	\$ 40,461,930.55

United States Bankruptcy Court
Southern District of New York, Manhattan Division

IN RE:

Case No. _____

Project 19 Highline LLC

Debtor(s)

Chapter 11

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: April 5, 2019

Signature: _____


William Henrich, Chief Restructuring Officer

Debtor

Date: _____

Signature: _____

Joint Debtor, if any

A & A Welding Inc
515 Bayview Ave
Inwood, NY 11096-1703

ABC Select NY Inc
242 Nevins St
Brooklyn, NY 11217-3013

Batco Construction Inc
9231 Springfield Blvd
Queens Village, NY 11428-1856

Certified Steel Co. Inc
1333 Brunswick Ave Ste 200
Lawrenceville, NJ 08648-4502

Charlene Dodson
1061 Arnow Ave
Bronx, NY 10469-4021

Churchill Real Estate Fund
Churchill Capital Management LLC
7 Mercer St Fl 2
New York, NY 10013-2585

Con Edison
Jaf Station,
PO Box 1702
New York, NY 10116-1702

ECB Violations
66 John St
New York, NY 10038-3735

Everest Scaffolding, Inc
1150 Longwood Ave
Bronx, NY 10474-5714

Gregg E. Bienstock, Marshal, City of New
3635 Bell Blvd
Bayside, NY 11361-2167

Han-Yin Tu
12A North 333 Lung Chiang Rd
Taipei,

Hyun Chang Seung
Apkujungdong Hyundai Apt 76-301 Kangnam

Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19101-7346

J.Y. RAYS INC.
2023 Chico Ave
South El Monte, CA 91733-1604

JD Warren
PO Box 962
Coraopolis, PA 15108-0962

Jerico LLC
1270 Broadway Rm 810
New York, NY 10001-3224

LGML Group
2240 84th St # D2
Brooklyn, NY 11214-3370

Manhattan Propriety I, LLC
Holly Hill Lane, Suite
300 Greenwich Ave
Greenwich, CT 06830-6508

Millennium Tank Maintenance
6931 Metropolitan Ave
Middle Village, NY 11379-2101

NYC Dep't of Finance
Legal Affairs
345 Adams St Fl 3
Brooklyn, NY 11201-3719

NYS Dep't of Taxation
Bankruptcy/Special Procedure
PO Box 5300
Albany, NY 12205-0300

Rosenberg & Estis, P.C.
733 3rd Ave
New York, NY 10017-3204

Shehbaz Khattak
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Brooklyn, NY 11235-5646

Silver Point Finance LLC as Agent
c/o Morrison Cohen LLP
909 3rd Ave
New York, NY 10022-4731

Silver Point Select Opportunities Fund
Silver Point Finance, LLC
2 Greenwich Plz Ste 1
Greenwich, CT 06830-6390

Specialty Credit Holdings LLC
Silver Point Finance, LLC
2 Greenwich Plz Ste 1
Greenwich, CT 06830-6390

Verizon
Verizon Wireless Bankruptcy Administrati
500 Technology Dr Ste 550
Weldon Spring, MO 63304-2225